Florida Department of State Division of Corporations

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From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP

Account Number: 075500004387 : (813)229-7600

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FLORIDA/FOREIGN LP/LLP

ANTIGUA BAY YACHT CLUB INVESTORS, LTD.

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Certificate of Limited Partnership of Antigua Bay Yacht Club Investors, Ltd.

Pursuant to Section 620.1201 of the Florids Revised Uniform Limited Paramethip Act of 2005, the undersigned, being the General Partner of Antigua Bay Yacht Club Investors, Ltd., a Florida limited paramethip (the "Partnership"), does hereby execute and submit for filing with the Department of State of the State of Florida this Certificate of Limited Partnership, to read as follows:

1. The name of the limited partnership is:

Antima Bay Yacht Club Investors, Ltd.

2. The street address of the initial designated office is:

102 W. Whiting Street Suite 600 Tampa, FL 33602

3. The name and address of the agent for service of process on the Partnership are:

Thomas M. Ramsberger, Esq. 102 W. Whiting Street Suite 600 Tampa, FL 33602

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent.

Thomas M. Ramsberger, Bay

4. The mailing address of the initial designated office is:

102 W. Whiting Street Suite 600 Tampa, FL 33602 SECRETARY OF STATE DIVISION OF CORPORATION

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5. The name and business address of the general partner of the Partnership are:

Antigue Bay Yacht Club Partners, LLC 102 W. Whiting Street Suite 600 Tampa, FL 33602 L OUDCOO 736L3

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

Antigan Bay Yacht Club Partners, LLC

By: SimDag Investments, LLC, a Florida limited liability company.

its sole Member/Manager

By:

Frank Danostino, Member/Manager

Dated: July 25, 2006

SECRETARY OF STATE DIVISION OF CORPORATION

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